FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C./20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

MAY I 9 2003

OMB APPROVAL OMB Number: 3235-0076 May 31, 2005 Expires: Estimated average burden hours per form .

SEC USE	ONLY
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Prefix

Serial

DATE RECEIVED

UNIFORM LIMITED OFFERING EXEMPTION							
Name of Offering (check if this is an amendment and name has changed, and indicate change.) CRI Media Partners II, L.P. ("the Issuer")							
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment							
A. BASIC IDENTIFICATION DATA							
1. Enter the information requested about the issuer							
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) CRI Media Partners II, L.P.							
Address of Executive Offices (Number and Street, City, State, ZIP Code) 152 West 57 th Street, 46 th Floor, New York, NY 10019 (Number and Street, City, State, ZIP Code) 212-277-5670							
Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, ZIP Code) same as above (Number and Street, City, State, ZIP Code) same as above							
Brief Description of Business To invest principally in publicly traded securities of media and communications companies.							
Type of Business Organization corporation business trust limited partnership, already formed business trust limited partnership, to be formed							
Actual or Estimated Date of Incorporation or Organization: Month Year							
1 MAY 2 () 2003							

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

THOMSOM FINANCIAL

A. BASIC IDENTIFICATION DATA									
2. Enter the information requested for the following:									
• Each promoter of the issuer, if the issuer has been organized within the past five years;									
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;									
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and									
Each general and managing partner of partnership issuers.									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) EBG, LLC (the "General Partner")									
Business or Residence Address (Number and Street, City, State, Zip Code) 152 West 57 th Street, 46 th Floor, New York, NY 10019									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) EBG, Inc.									
Business or Residence Address (Number and Street, City, State, Zip Code) 152 West 57 th Street, 46 th Floor, New York, NY 10019									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Ellen Berland Gibbs									
Business or Residence Address (Number and Street, City, State, Zip Code) c/o EBG, LLC, 152 West 57 th Street, 46 th Floor, New York, NY 10019									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									
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Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Type of Security		Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and				
Debt		indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Á	\ggr e gate	An	ount Already
Common		Type of Security				
Common		Debt	_\$	0.00	\$	0.00
Convertible Securities (including warrants) Partnership Interests 5 0.00 S 0.00 Partnership Interests 5 0.00 Partnership Interests Total Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities in this offering and the aggregate dollar amounts of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Non-accredited investors Accredited investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, emer the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Rule 505 Rule 505 Rule 505 Rule 505 Anal SNA Rule 504 Total T		Equity	\$	0.00	\$	0.00
Partnership Interests		Common Preferred				
Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors		Convertible Securities (including warrants)	\$	0.00	\$	0.00
Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter '0' if answer is 'none' or 'zero.' Number Number		Partnership Interests	\$ 500.	000,000 (a)	\$ 32	2,513,414
Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors		Other (Specify)	\$_		\$	
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors		Total	\$ 500	000,000 (a)	\$ 32	2,513,414
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Accredited Investors 69 \$ \$ 32,513,414 Non-accredited investors 0 \$ \$ 0.00 Total (for filings under Rule 504 only)	2.	and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines.	•		De	Aggregate ollar Amount of Purchases
Non-accredited investors 0 5 0.00 Total (for filings under Rule 504 only) N/A 5N/A Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of security in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Type of Offering N/A 5N/A Regulation A N/A 5N/A Regulation A N/A 5N/A Total N/A 5N/A Transfer Agent's Fees Secure N/A 1000 on the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Secure N/A 5000 on Seles Commissions (specify finders' fees separately) Seles Seles Commissions Seles Commiss		Accredited Investors			_	
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Security Type of offering Rule 505. N/A Regulation A Rule 504. Total. Total. A. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs. Legal Fees. S 0.000 Printing Fees. S 1,000,000 Engineering Fees. S 1,500,000 Total. S 1,500,000 S 3,000,000						
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Security Rule 505						
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Security Rule 505				N/A	\$N/A	\
Type of offering Rule 505	,.					
Rule 505 N/A SN/A Regulation A N/A SN/A Rule 504 N/A SN/A Total N/A SN/A Total N/A SN/A A SN/A A SN/A Total N/A SN/A A SN/A A SN/A Total N/A SN/A Total N/A SN/A Total N/A SN/A A SN/A A SN/A A SN/A Total N/A SN/A Total N/A SN/A Total N/A SN/A Total N/A SN/A Total N/A SN/A Total N/A SN/A Total N/A SN/A N/A SN/A N/A SN/A Total N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A Total N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A N/A SN/A					_	
Regulation A		securities in this offering. Classify securities by type listed in Part C - Question 1.	•		De	
Rule 504		securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering	•	Security		Sold
Total		securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	•	Security N/A	\$N/A	Sold
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees		Type of offering Rule 505 Regulation A	•	Security N/A N/A	\$N/A	Sold
this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Transfer Agent's Fees. Discripting and Engraving Costs. Legal Fees. Accounting Fees. Engineering Fees. Sales Commissions (specify finders' fees separately) Other Expenses (identify) Filing Fees Total.		Type of offering Rule 505 Regulation A Rule 504	•	N/A N/A	\$N/A \$N/A	Sold
Printing and Engraving Costs		Type of offering Rule 505 Regulation A Rule 504	•	Security N/A N/A N/A	\$N/A \$N/A	1
Printing and Engraving Costs	1.	Type of offering Rule 505		Security N/A N/A N/A	\$N/A \$N/A	Sold
Legal Fees S 25,000.00 Accounting Fees S 2,500.00 Engineering Fees S 0.00 Sales Commissions (specify finders' fees separately) S 0.00 Other Expenses (identify) Filing Fees S 1,500.00 Total S 30,000.00	1.	Type of offering Rule 505		N/A N/A N/A N/A	\$N/A \$N/A \$N/A	Sold
Accounting Fees Signature Square Squa	1.	Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees		N/A N/A N/A N/A	\$N/A \$N/A \$N/A \$N/A	Sold A A A A O O O O O O
Engineering Fees Solo Sales Commissions (specify finders' fees separately) Solo Sales Commissions (specify finders' fees separately) Solo Solo Solo Solo Solo Solo Solo Sol	1.	Type of offering Rule 505 Regulation A Rule 504 Total Tot		N/A N/A N/A N/A N/A N/A	\$N/A \$N/A \$N/A \$N/A	Sold A A A A A 0.00 ,000.00
Other Expenses (identify) Filing Fees \$ 1,500.00 Total \$ 30,000.00	1.	Type of offering Rule 505		Security N/A N/A N/A N/A N/A N/A	\$N/A \$N/A \$N/A \$N/A \$ \$ 1 \$ 25	Sold A A A A A A A A A A A A A A A A A A A
Other Expenses (identify) Filing Fees \$ 1,500.00 Total \$ 30,000.00	1.	securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505		Security N/A N/A N/A N/A N/A N/A N/A	\$N/A \$N/A \$N/A \$N/A \$ \$ 1 \$ 25 \$ 2	0.00 0.000 0.000.00 0.000.00
Total	1.	Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees		N/A	\$N/A \$N/A \$N/A \$N/A \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Sold A A A A A A A A A A A A A A A A A A A
	1.	Type of offering Rule 505		N/A	\$N/A \$N/A \$N/A \$N/A \$ \$ 1 \$ 25 \$ 2 \$ \$	Sold A A A A A A A A A A A A A A A A A A A
	1.	Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Filing Fees		N/A	\$N/A \$N/A \$N/A \$N/A \$ \$ 1 \$ 25 \$ 2 \$ \$ \$	0.00 ,000.00 ,000.00 ,500.00 0.00 ,500.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES ANI	USE OF PROCEEDS			
b. Enter the difference between the aggregate offering price given in response to Part C total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross p to the issuer."	- Question 1 and			
		\$ 499,970,000		
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to of the purposes shown. If the amount for any purpose is not known, furnish an estimate and to the left of the estimate. The total of the payments listed must equal the adjusted gross issuer set forth in response to Part C – Question 4.b above.	d check the box			
	Payments Officers, Directors, Affiliates	& Payments to		
Salaries and fees		\$0.00		
Purchase of real estate		\$0.00		
Purchase, rental or leasing and installation of machinery and equipment		\$0.00		
Construction or leasing of plant buildings and facilities		\$0.00		
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another	<u></u>	5 2		
issuer pursuant to a merger)		\$0.00		
Repayment of indebtedness		\$0.00		
Working capital		\$0.00		
Other (specify): Portfolio Investments	\$0.00	\$499,970,000		
	\$0.00	\$0.00		
Column Totals	\$0.00	\$499.970,000		
Total Payments Listed (column totals added)	\$499	\$499,970,000		
D. FEDERAL SIGNATURE				
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this no signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commi information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 5	ssion, upon written request			
Issuer (Print or Type) Signature	Date			
CRI Media Partners II, L.P.	515-1	73		

ATTENTION

Title of Signer (Print or Type)

President of the General Partner

Name of Signer (Print or Type)

Ellen Berland Gibbs

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).